



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

January 18, 2001

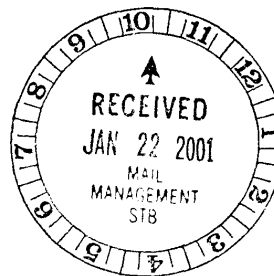
RECORDATION NO. 23353 FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

JAN 23 '01

12:08 PM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 6, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Kokomo Grain Company Inc.
1002 West Morgan Street
Kokomo, IN 46901

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cubic foot covered hopper cars, with car marks FURX, NDYX and RUSX (see Exhibit A for exact car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Kokomo Grain Company Inc., Lessee, covering 25 4750 cubic foot covered hopper cars, with car marks FURX, NDYX and RUSX (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(KOGR001)

RECORDATION NO. 23353 FILED

ASSGN. NO. KOGRO01

JAN 23 '01

12-08 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of November, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Kokomo Grain Company ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 6, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 6, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K. A. DOMROWSKI

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 20th day of Dec., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

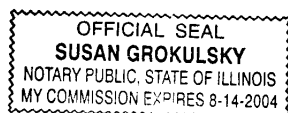
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of December, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

KOKOMO GRAIN COMPANY INC.

By: Thomas J. Madru

Name: Thomas J. Madru

Title: GRain Manager

ATTEST:

By: John M. Sigler

Name: JOHN M. Sigler

Title: CFO

Executed on this 15 day of November, 2000.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Howard

I, Joyce Jameson, a Notary Public of the County and State aforesaid, certify that Thomas J. Madru personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of November, 2000.

Joyce Jameson
Notary Public

Commission Expires:

5-19-01
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4,750 cubic foot covered hopper cars with gravity gates

CAR NUMBERS: Listed below:

FURX	822289
FURX	822910
FURX	826050
FURX	826801
FURX	826855
FURX	828764
FURX	829435
FURX	829842
FURX	830526
FURX	830679
FURX	830788
FURX	832042
FURX	832066
FURX	832068
FURX	832077
FURX	832108
FURX	832115
FURX	832116
FURX	832120
FURX	832122
FURX	832123
FURX	832132
FURX	832147
NDYX	475062
RUSX	5492
Count:	25